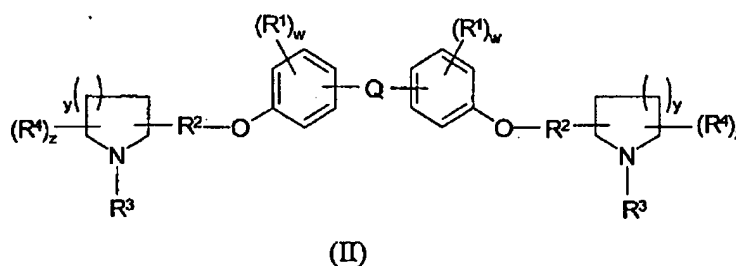


Application No. 09/943,420
 Attorney's Docket No. P-097-R
 Page 2

I. Amendments to the Claims

Claims 1-41 (canceled)

42. (currently amended) A compound of formula II:



wherein:

Q is $-CR^5R^6-$ wherein Q is attached to each phenyl ring in a para position relative to the oxygen atom attached to each phenyl ring;

each R^1 is independently alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl, heterocyclyl, halo, or R^a ;

R^2 is a covalent bond;

each R^3 is independently hydrogen, alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl, oxo, or heterocyclyl; and each R^4 is independently alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl, heterocyclyl, or R^b ; or R^3 and R^4 are joined to form a C_{1-4} alkylene group, wherein the alkylene group is optionally substituted with 1 to 4 substituents independently selected from R^b ;

each R^5 and R^6 is independently hydrogen, or C_{1-10} alkyl; ~~alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl, or heterocyclyl; or R^5 and R^6 together with the carbon atom to which they are attached form a ring having from 5 to 7 ring atoms, wherein the ring optionally contains 1 or 2 heteroatoms in the ring independently selected from oxygen, sulfur or nitrogen;~~

wherein for R^1 , R^3 , R^4 , R^5 , and R^6 , each alkyl, alkenyl, and alkynyl is optionally substituted with R^x , or with 1, 2, 3, or 4 substituents independently selected from R^b ; for R^1 - R^6 , each aryl and heteroaryl is optionally substituted with 1 to 4 substituents independently selected from R^c , and for

Application No. 09/943,420
 Attorney's Docket No. P-097-R
 Page 3

R^1 - R^6 , each cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents independently selected from R^b and R^c ;

each R^a is independently $-OR^d$, $-NO_2$, halo, $-S(O)_mR^d$, $-SR^d$, $-S(O)_2OR^d$, $-S(O)_mNR^dR^e$, $-NR^dR^e$, $-O(CR^fR^g)_nNR^dR^e$, $-C(O)R^d$, $-CO_2R^d$, $-CO_2(CR^fR^g)_nCONR^dR^e$, $-OC(O)R^d$, $-CN$, $-C(O)NR^dR^e$, $-NR^dC(O)R^e$, $-OC(O)NR^dR^e$, $-NR^dC(O)OR^e$, $-NR^dC(O)NR^dR^e$, $-CR^d(=N-OR^e)$, $-CF_3$, or $-OCF_3$;

each R^b is independently R^a , oxo or $=N-OR^e$;

each R^c is independently R^a , alkyl, alkenyl, or alkynyl; wherein each alkyl, alkenyl and alkynyl is optionally substituted with 1 to 4 substituents independently selected from R^b ;

each R^d and R^e is independently hydrogen, alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl, or heterocyclyl; wherein each alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents independently selected from R^h ; or R^d and R^e together with the atoms to which they are attached form a heterocyclic ring having from 5 to 7 ring atoms, wherein the heterocyclic ring optionally contains 1 or 2 additional heteroatoms independently selected from oxygen, sulfur or nitrogen;

each R^f and R^g is independently hydrogen, alkyl, aryl, heteroaryl, cycloalkyl, or heterocyclyl; wherein each alkyl, aryl, heteroaryl, cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents independently selected from R^h ; or R^f and R^g together with the carbon atom to which they are attached form a ring having from 5 to 7 ring atoms, wherein the ring optionally contains 1 or 2 heteroatoms independently selected from oxygen, sulfur or nitrogen;

each R^h is independently halo, C_{1-6} alkyl, C_{1-6} alkoxy, aryl, (aryl)- C_{1-6} alkyl, heteroaryl, (heteroaryl)- C_{1-6} alkyl, hydroxy, amino, $-NHC_{1-6}$ alkyl, $-N(C_{1-6} \text{ alkyl})_2$, $-OC(O)C_{1-6}$ alkyl, $-C(O)C_{1-6}$ alkyl, $-C(O)OC_{1-6}$ alkyl, $-NHC(O)C_{1-6}$ alkyl, $-C(O)NHC_{1-6}$ alkyl, carboxy, nitro, $-CN$, or $-CF_3$;

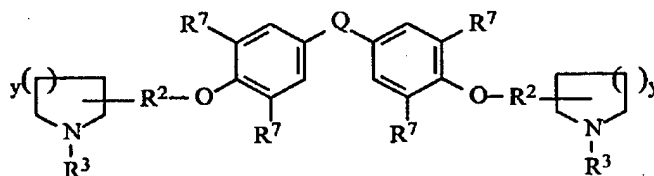
each R^x is independently aryl, heteroaryl, cycloalkyl or heterocyclyl; wherein each aryl or heteroaryl is optionally substituted with 1 to 4 substituents selected from the group consisting of R^c , and wherein each cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents selected from R^b ;

m is 0, 1, or 2;

Application No. 09/943,420
 Attorney's Docket No. P-097-R
 Page 4

n is 1, 2, 3, 4, 5, 6, 7, 8, 9, or 10;
 each w is independently 1 or 2 ~~0, 1, 2, 3, or 4~~;
 each y is ~~independently 0, 1, 2, or 3~~; and
 each z is independently 0, 1, 2, 3, or 4;
 or a pharmaceutically-acceptable salt thereof.

43. (currently amended) ~~The compound of claim 42 which is a~~ A compound of formula (III):



(III)

wherein

Q is -CR⁵R⁶-;

R² is a covalent bond;

each R⁷ is independently hydrogen, C₁₋₁₀ alkyl, C₂₋₁₀ alkenyl, C₂₋₁₀ alkynyl, cycloalkyl, halo or R^a;

each R³ is independently hydrogen, C₁₋₁₀ alkyl, or oxo;

each R⁵ and R⁶ is independently hydrogen or C₁₋₁₀ alkyl; ~~or R⁵ and R⁶ together with the carbon atom to which they are attached form a ring having from 5 to 7 ring atoms, wherein the ring optionally contains 1 or 2 heteroatoms in the ring independently selected from oxygen, sulfur and nitrogen;~~

wherein for R³, R⁵, R⁶, and R⁷, each alkyl, alkenyl, and alkynyl is optionally substituted with R^x, or with 1 to 4 substituents independently selected from R^b; and each cycloalkyl is optionally substituted with 1 to 4 substituents independently selected from R^b and R^c; and

each R^a is independently -OR^d, -NO₂, halo, -S(O)_mR^d, -SR^d, -S(O)₂OR^d, -S(O)_mNR^dR^c,

Application No. 09/943,420
 Attorney's Docket No. P-097-R
 Page 5

-NR^dR^c, -O(CR^fR^g)_nNR^dR^c, -C(O)R^d, -CO₂R^d, -CO₂(CR^fR^g)_nCONR^dR^c, -OC(O)R^d, -CN, -C(O)NR^dR^c, -NR^dC(O)R^c, -OC(O)NR^dR^c, -NR^dC(O)OR^c, -NR^dC(O)NR^dR^c, -CR^d(=N-OR^c), -CF₃, or -OCF₃;

each R^b is independently R^a, oxo or =N-OR^c;

each R^c is independently R^a, C₁₋₁₀alkyl, C₂₋₁₀alkenyl, or C₂₋₁₀alkynyl; wherein each alkyl, alkenyl and alkynyl is optionally substituted with 1 to 4 substituents independently selected from R^b;

each R^d and R^e is independently hydrogen, C₁₋₁₀alkyl, C₂₋₁₀alkenyl, C₂₋₁₀alkynyl, aryl, heteroaryl, cycloalkyl, or heterocyclyl; wherein each alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents independently selected from R^h; or R^d and R^e together with the atoms to which they are attached form a heterocyclic ring having from 5 to 7 ring atoms, wherein the heterocyclic ring optionally contains 1 or 2 additional heteroatoms independently selected from oxygen, sulfur and nitrogen;

each R^f and R^g is independently hydrogen, C₁₋₁₀alkyl, aryl, heteroaryl, cycloalkyl, or heterocyclyl; wherein each alkyl, aryl, heteroaryl, cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents independently selected from R^h; or R^f and R^g together with the carbon atom to which they are attached form a ring having from 5 to 7 ring atoms, wherein the ring optionally contains 1 or 2 heteroatoms independently selected from oxygen, sulfur and nitrogen;

each R^h is independently halo, C₁₋₆alkyl, C₁₋₆alkoxy, aryl, (aryl)-C₁₋₆alkyl, heteroaryl, (heteroaryl)-C₁₋₆alkyl, hydroxy, amino, -NHC₁₋₆alkyl, -N(C₁₋₆alkyl)₂, -OC(O)C₁₋₆alkyl, -C(O)C₁₋₆alkyl, -C(O)OC₁₋₆alkyl, -NHC(O)C₁₋₆alkyl, -C(O)NHC₁₋₆alkyl, carboxy, nitro, -CN, or -CF₃; and

each R^x is independently aryl, heteroaryl, cycloalkyl or heterocyclyl; wherein each aryl or heteroaryl is optionally substituted with 1 to 4 substituents selected from the group consisting of R^c, and wherein each cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents selected from R^b;

n is 1, 2, 3, 4, 5, 6, 7, 8, 9, or 10;

each y is independently 1, 2, or 3;

or a pharmaceutically-acceptable salt thereof.

Application No. 09/943,420
Attorney's Docket No. P-097-R
Page 6

Claims 44-45 (canceled)

46. (previously presented) The compound of claim 42 wherein each R^1 is independently C_{1-10} alkyl, C_{2-10} alkenyl, C_{2-10} alkynyl, cycloalkyl, or R^a .

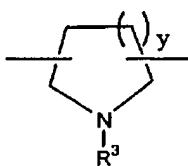
47. (previously presented) The compound of claim 42 wherein each R^1 is independently C_{1-10} alkyl or halo.

48. (previously presented) The compound of claim 42 wherein each R^1 is independently methyl, ethyl, propyl, chloro, bromo, fluoro, or isopropyl.

49. (previously presented) The compound of claim 42 wherein each R^1 is independently methyl, or chloro.

Claims 50-63 canceled.

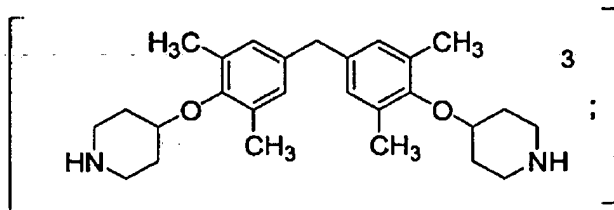
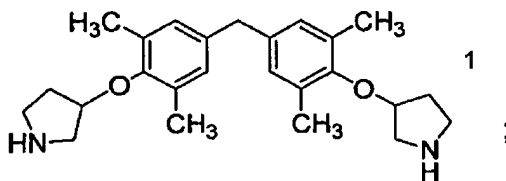
64. (currently amended) The compound of claim 42 wherein



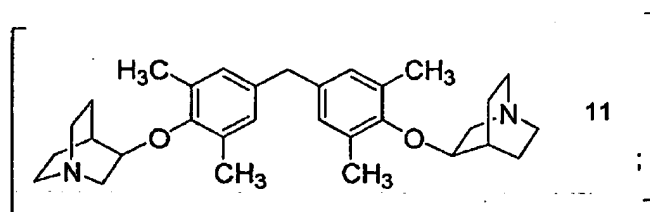
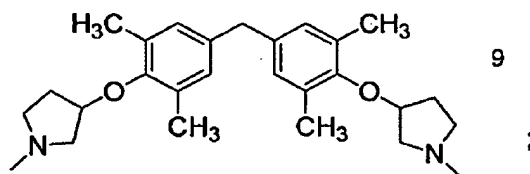
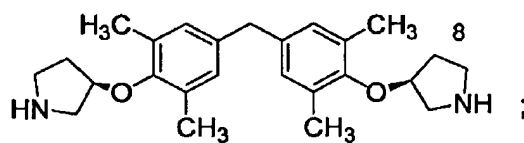
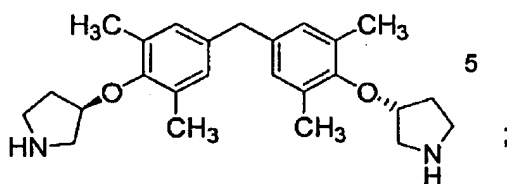
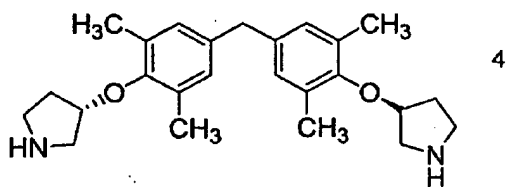
is independently ~~1-methyl-4-piperidinyl, 1-methyl-3-piperidinyl, 1-methyl-2-piperidinyl, 4-piperidinyl, 3-piperidinyl, 2-piperidinyl,~~ 1-isopropyl-3-pyrrolidinyl, (2R,4R)-2-methoxycarbonyl-4-pyrrolidinyl, 1-methyl-3-pyrrolidinyl, 1-methyl-2-pyrrolidinyl, 3-pyrrolidinyl, 2-pyrrolidinyl, (2S,4R)-2-methyl-4-pyrrolidinyl, (2R,4R)-2-carboxy-4-pyrrolidinyl, (2S,4S)-2-(N,N-dimethylamino)carbonyl-4-pyrrolidinyl, (2R,4R)-2-hydroxymethyl-4-pyrrolidinyl, or (2R,4R)-2-methoxymethyl-4-pyrrolidinyl.

Application No. 09/943,420
Attorney's Docket No. P-097-R
Page 7

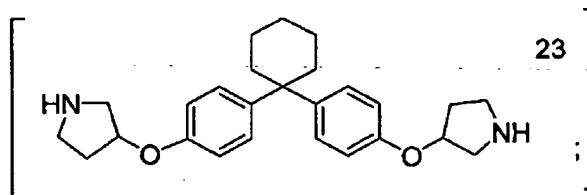
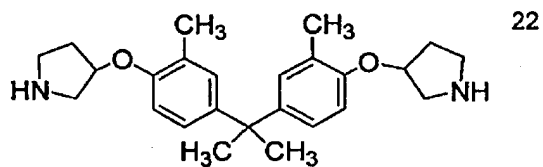
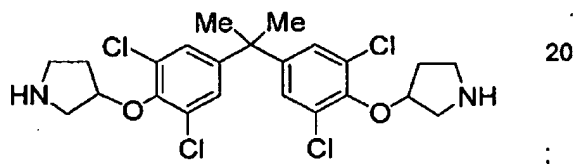
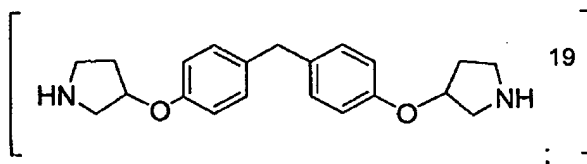
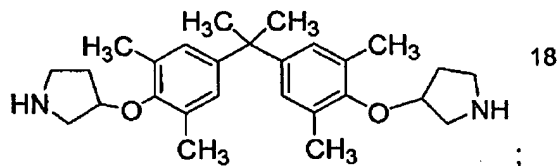
65. (canceled)
66. (previously presented) The compound of claim 42 wherein each w is 1.
67. (previously presented) The compound of claim 42 wherein each w is 2.
68. (canceled)
69. (previously presented) The compound of claim 42 wherein each z is independently 0, 1, or 2.
70. (canceled)
71. (currently amended) The compound of claim 42, which is any one of compounds 1, ~~3-5~~, 4, ~~5~~, 8, 9, ~~11~~, ~~18-20~~, 18, 20, 22, 23, 32, 34, 39, 40-42, 44-50, 54, 44-48, 50, 58, 59, 118, and 123-126:



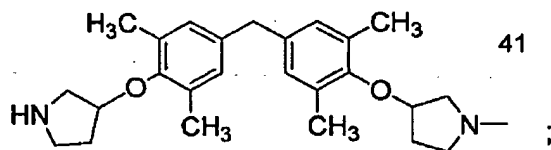
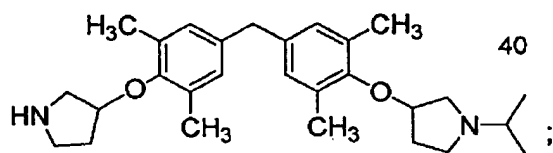
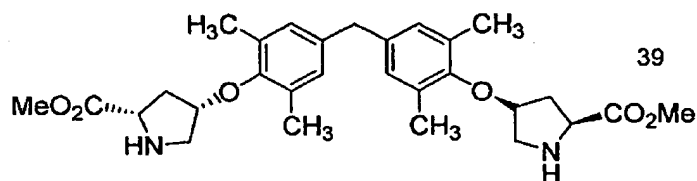
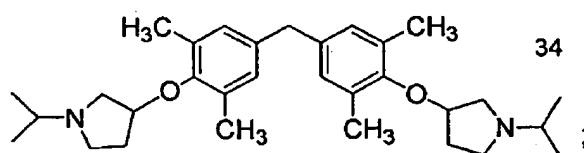
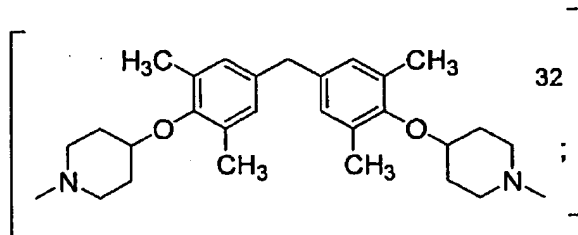
Application No. 09/943,420
Attorney's Docket No. P-097-R
Page 8



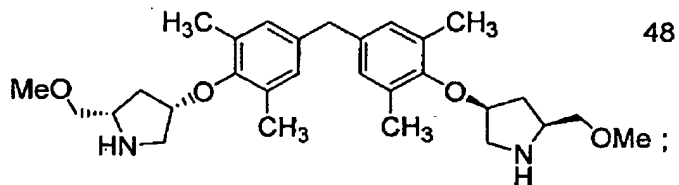
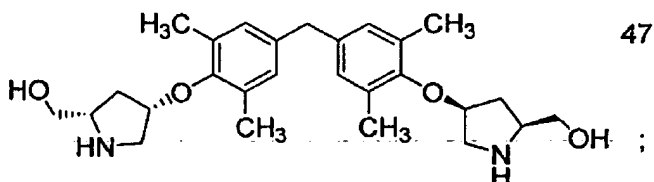
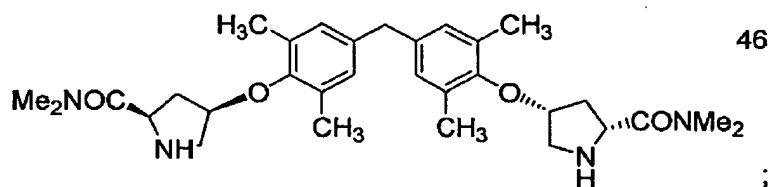
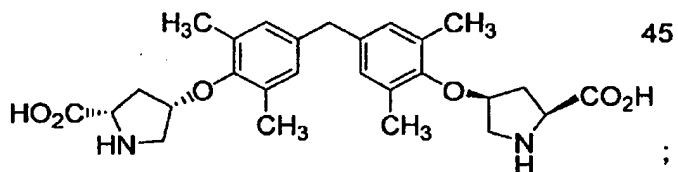
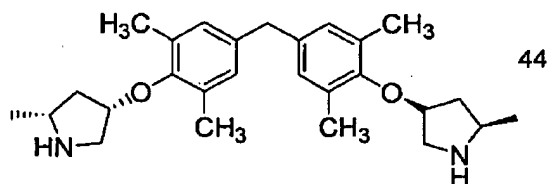
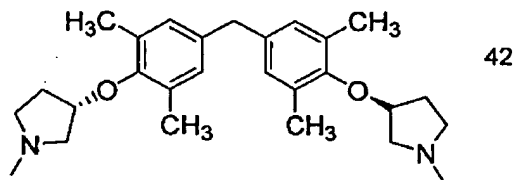
Application No. 09/943,420
Attorney's Docket No. P-097-R
Page 9



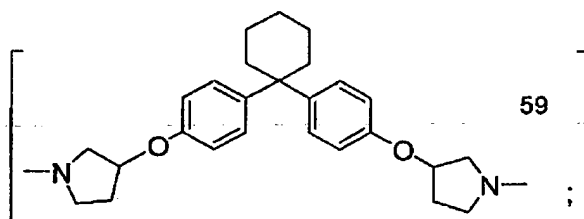
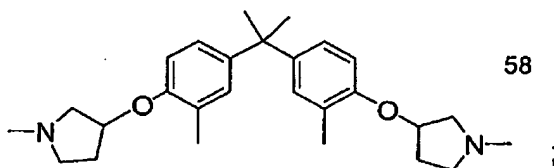
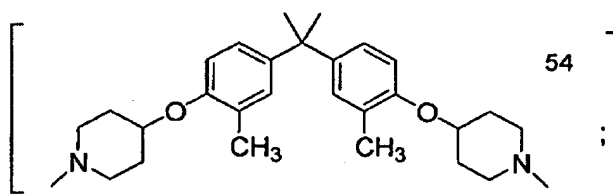
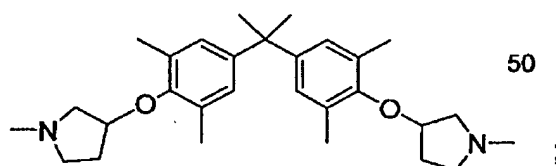
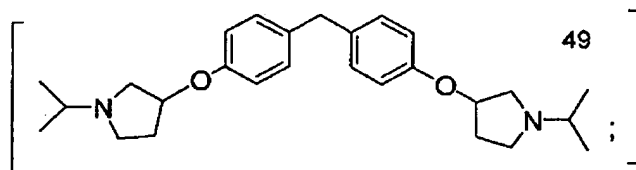
Application No. 09/943,420
Attorney's Docket No. P-097-R
Page 10



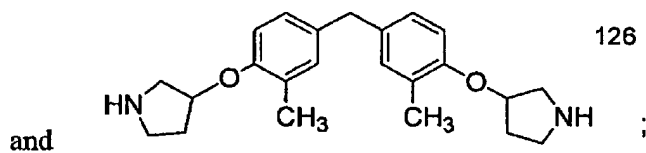
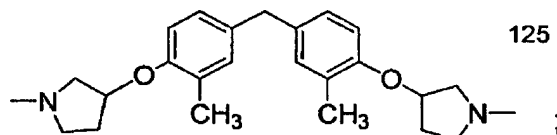
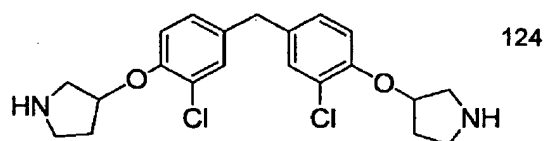
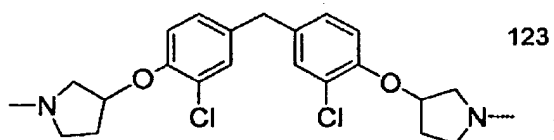
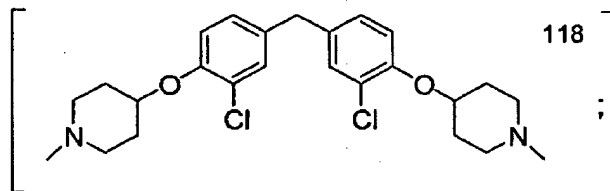
Application No. 09/943,420
Attorney's Docket No. P-097-R
Page 11



Application No. 09/943,420
Attorney's Docket No. P-097-R
Page 12



Application No. 09/943,420
Attorney's Docket No. P-097-R
Page 13



or a pharmaceutically acceptable salt thereof.

72. (currently amended) A pharmaceutical composition comprising a compound as described in any one of claims 42, 43, 46-49, 64-69 64, 66, 67, 69 and 71 and a pharmaceutically acceptable carrier.

Application No. 09/943,420
Attorney's Docket No. P-097-R
Page 14

73. (previously presented) A method of treating a disease or condition associated with sodium channel activity in a mammal, comprising administering to the mammal, a therapeutically effective amount of a pharmaceutical composition comprising a compound as described in claim 42 and a pharmaceutically acceptable carrier.

74. (previously presented) The method of claim 73 wherein the disease or condition is neuropathic pain.